

**EXHIBIT D**



388 Greenwich Street  
New York, NY 10013

July 27, 2009

Constantine Cannon LLP  
450 Lexington Avenue, 17th Floor  
New York, NY 10017  
Attention: Robert Begleiter

Hagens Berman Sobel Shapiro LLP  
1301 Fifth Ave., Suite 2900  
Seattle, WA 98101  
Attention: George Sampson

Dear Robert / George:

Citi appreciated the opportunity to serve as a joint structuring agent / joint placement agent on the MC Settlement Trust transaction and look forward to working with you again in the future. Attached please find invoice #3891 in the amount of \$1,420,247.28 for Citi's fees and expenses related to the transaction. Please see below details for payment instructions.

By Wire:

JP Morgan Chase  
ABA: 021-000-021  
Swift Code: CHASUS33  
Account: Citigroup  
Account Number: 5143322  
Attention: Robert Kohl / Steve Renda

Sincerely,

  
Gerald Keefe  
Director

cc: Joshua Slovik

Attachment

388 Greenwich Street  
New York, NY 10013



**INVOICE #3891**

July 27, 2009

MC Settlement Trust Transaction

	<u>Amount</u>
Break-Up Fee	\$1,420,000.00
Out-of-Pocket Fees and Expenses	\$247.28
Total	<u>\$1,420,247.28</u>

By Wire:

JP Morgan Chase  
ABA: 021-000-021  
Swift Code: CHASUS3  
Account: Citigroup  
Account Number: 5143322  
Attention: Robert Kohl / Steve Renda